

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE



In re the Application of Michael P. Whitman :
: U.S. Patent Application No. 09/836,781 :
: Attorney Reference No. 3556-P03147US00 :
: Filed April 17, 2001 :
: For: **ELECTRO-MECHANICAL** :
: **SURGICAL DEVICE** :

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TECHNOLOGY CENTER R3700

Hon. Commissioner of Patents and Trademarks
Washington, DC 20231

**POWER OF ATTORNEY, REVOCATION,
AND CHANGE OF CORRESPONDENCE ADDRESS**

Sir:

POWER MEDICAL INTERVENTIONS, INC., Assignee of the entire right, title and interest in the above-identified patent application by virtue of an assignment from Michael P. Whitman, John E. Burbank, and David A. Zeichner to Powermed, Inc., a copy of which is attached herewith, and by subsequent Change of Name from Powermed, Inc. to Power Medical Interventions, Inc., a copy of which is attached herewith, hereby revokes any and all powers of attorney heretofore given with respect to the said patent application, and appoints **DANN, DORFMAN, HERRELL AND SKILLMAN, P.C.** of Philadelphia, Pennsylvania, United States of America, and the following individuals as attorneys or agents with full power of substitution to represent it in prosecution of said patent application and to transact all business in the Patent and Trademark Office connected therewith:

- John C. Dorfman, Reg. No. 16,703
- Roger W. Herrell, Reg. No. 22,964
- Henry H. Skillman, Reg. No. 17,352
- Patrick J. Hagan, Reg. No. 27,643
- Donald R. Piper, Jr., Reg. No. 29,337
- Vincent T. Pace, Reg. No. 31,049
- Stephen H. Eland, Reg. No. 41,010
- Kathleen D. Rigaut, Reg. No. 43,047

In re the U.S. Application of
MICHAEL P. WHITMAN, et al.

Application No. 09/836,781
Filed April 17, 2001


Send correspondence to:

Customer No. 000110 or
Dann, Dorfman, Herrell and Skillman, P.C.
1601 Market Street, Suite 2400
Philadelphia, Pennsylvania 19103-2307
Tel.: 215-563-4100/Fax: 215-563-4044

The undersigned, whose title is supplied below, is authorized to act on behalf of the assignee.

**POWER MEDICAL
INTERVENTIONS, INC.**

Dated: 6/11/03

By 

MICHAEL P. WHITMAN
President

Attachments



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re the Application of **Whitman**
Application No. **09/836,781**
Attorney Docket No. **3556-P03147US0**
Filed: **April 17, 2001**
For: **Electro-Mechanical Surgical Device**
Examiner: **Tran, Louis B.**
Group Art Unit: **3721**

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

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STATEMENT UNDER 37 CFR 3.73(b)

Power Medical Interventions, Inc., a corporation, states that it is

- the assignee of the entire right, title, and interest; or
- an assignee of less than the entire, right, title and interest.
The extent (by percentage) of its ownership interest if _____%
in the patent application/patent identified above by virtue of either.
- A. An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

OR

- B. A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:
 1. From: Michael P. Whitman, et al. To: Powermed, Inc.
The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.
- Additional documents in the chain of title are listed on a supplemental sheet.
(See attached "Change of Name")
- Copies of assignments or other documents in the chain of title are attached.
[NOTE: A separate copy (i.e., the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

7/22/03
Date

(215) 862-4450
Telephone No.

Michael P. Whitman

Signature

PRESIDENT & CEO

Title

ASSIGNMENT

WHEREAS, we,

**Michael P. WHITMAN
16 Pheasant Run
New Hope, PA 18938**

**John E. BURBANK
106 Haviland Road
Ridgefield, CT 06877**

and

**David A. ZEICHNER
7 Wychwood Lane
Oxford, CT 06478**

have made inventions and discoveries in **ELECTRO-MECHANICAL SURGICAL DEVICE** for which an application for Letters Patent was filed on April 17, 2001 as U.S. Patent Application Serial No. 09/836,781;

WHEREAS, **PowerMed, Inc.** having a place of business at **4B East Bridge Street, New Hope, PA 18938**, and who, together with its successors and assigns, is hereinafter called "Assignee," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited;

NOW, THEREFORE, for valuable consideration furnished by Assignee to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservations:

1. Assign, transfer, and convey to Assignee the entire right, title, and interest in and to said inventions and discoveries, said application for Letters Patent of the United States of America, any and all other applications for Letters Patent on said inventions and discoveries, including all divisional, renewal, substitute, and continuation, and convention applications based in whole or in part upon said inventions or discoveries, or upon said applications, and any and all Letters Patent, reissues, and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said discoveries, said applications, and said Letters Patent.

2. Authorize Assignee to file patent applications in any or all countries for any or all of said inventions and discoveries in our names or in the name of Assignee or otherwise as


Assignee may deem advisable, under an International Convention or otherwise.

3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as assignee of the entire right, title, and interest therein or otherwise as Assignee may direct.

4. Warrant that we have not conveyed to others any right, title, or interest in said inventions, discoveries, applications, or patents or any license to use the same or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; that we have good right to assign the same to Assignee without encumbrance; and that we are aware of no claim to the contrary.

5. Bind our heirs, legal representatives, and assigns, as well as ourselves, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to us or them, all acts reasonably serving to assure that the said inventions and discoveries, the said patent applications, and the said Letters Patent shall be held and enjoyed by Assignee as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives, and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to us relating to said inventions and discoveries or the history thereof; to furnish Assignee with any and all documents, photographs, models, samples, and other physical exhibits in our control or in the control of our heirs, legal representatives, or assigns which may be useful for establishing the facts of our conceptions, disclosures, and reduction to practice of said inventions and discoveries; and to testify to the same in any interference, arbitration, or litigation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 20 day
of May, 2001.



Michael P. WHITMAN

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 22 day
of May, 2001.



John E. BURBANK

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 22 day
of MAY, 2001.


David A. ZEICHNER

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200125-1143

NOV 26 2001

Memorandum Number _____ Filed with the Department of State
Priority Number 2810580 Secretary of the Commonwealth *Kevin Fitzgerald*

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB 15-1915 (Rev. 5/01)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

- 1. The name of the corporation is: POWERMED, INC.
- 2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1670 Penn. Blvd., Suite 200 Allegheny Pennsylvania 15104-2244 Allegheny
Number and Street City State Zip County

(b) C.O. _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Corporation Law of 1988

4. The date of its incorporation is: August 2, 1999

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

Article I of the Amended and Restated Articles of Incorporation is hereby amended in its entirety as follows:

"Name. The name of the Corporation is Power Medical Interventions, Inc. (the "Corporation")."

PA DEPARTMENT OF STATE
2001 NOV 26 10:25:30

200123-1144

Article II of the Amended and Restated Articles of Incorporation is hereby amended in its entirety as follows:

Registered Office. The address of its registered office in the Commonwealth of Pennsylvania shall be changed to 4 B East Bridge Street, New Hope, PA 18938 in Bucks County."

Article IV of the Amended and Restated Articles of Incorporation is hereby amended by replacing the first paragraph of such Article IV in its entirety with the following:

Authorized Capital Stock. The Corporation shall have the authority to issue an aggregate of 100,000,000 shares of capital stock, of which 75,000,000 shares shall be Common Stock, \$.001 par value ("Common Stock") and 25,000,000 shares shall be Preferred Stock, \$.001 par value."

The respective Statements of Designation for the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock are each hereby amended by:

(i) replacing Paragraph 4(d)(i)(C)(3) of such Designations in its entirety with the following:

"(3) to officers, directors, employees or consultants of the Corporation pursuant to stock options granted pursuant to one or more of the Corporation's stock option plans on terms approved by the Board;"

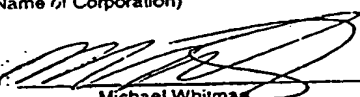
(ii) deleting the words "and consultants" from Paragraph 4(d)(i)(C)(4) of the Statement With Respect to Shares for each of the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock; and

(iii) adding the following new Paragraph 4(d)(i)(C)(7) to the Statement With Respect to Shares for each of the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock:

"(7) as approved by the Board, to third parties (whether directly or through warrants) as consideration for the provision of goods or services to the Corporation (including the lending of money to the Corporation)."

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 21st day of November, 2001.

POWERMED, INC.
(Name of Corporation)

BY: 
Michael Whitman

TITLE: President and Chief Executive Officer